

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

May 15, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

20069

Dear Mr. Williams

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of March 1, 1994 between the following parties:

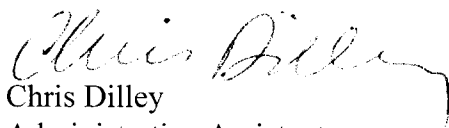
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3700 San Francisco, CA 94111
Lessee:	Southern Pacific Transportation Company 1860 Lincoln Street, 4th Floor Denver, CO 80295

The equipment involved in this transaction is as follows:

Equipment: One hundred ten (110), 100-ton, 4000 cubic foot capacity open top hopper railcars (See Exhibit A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosure

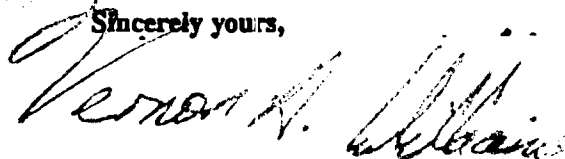
5/16/96

Chris Dilley
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/16/96 at 3:25PM, and assigned recordation number(s). 20060, 20061, 20062, 20063, 20064 and 20065; 19582-A, 19582-B, 19583-A, 19583-B 19878-B and 19956-A.

Sincerely yours,

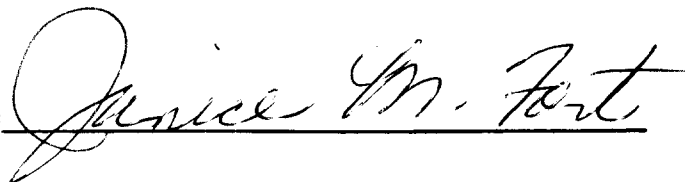


Vernon A. Williams
Secretary

Enclosure(s)

\$ 252.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF
RAIL CAR LEASE AGREEMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is made as of March 1, 1994 is intended to evidence the Rail Car Lease Agreement dated as of March 1, 1994 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation (the "Lessor"), and SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the one hundred seventy-four (174), open top hopper railcars, more fully described in Exhibit A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

LESSEE

CM HELM FINANCIAL CORPORATION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: [Signature]

By: [Signature]

Title: President

Title: Director, Supply Management

Date: 5-7-96

Date: 4 May 1996

CM

EXHIBIT A

To the Memorandum of Lease of Railroad Equipment

Equipment Description:

One hundred ten (110), 100-ton, 4000 cubic foot capacity open top hopper railcars equipped with one (1) rotary coupler; built by Thrall in 1986.

Unit Numbers:

1. DRGW 222003	43. DRGW 222429	85. DRGW 222844
2. DRGW 222011	44. DRGW 222437	86. DRGW 222852
3. DRGW 222020	45. DRGW 222445	87. DRGW 222861
4. DRGW 222038	46. DRGW 222453	88. DRGW 222879
5. DRGW 222046	47. DRGW 222461	89. DRGW 222887
6. DRGW 222054	48. DRGW 222470	90. DRGW 222895
7. DRGW 222062	49. DRGW 222488	91. DRGW 222909
8. DRGW 222071	50. DRGW 222496	92. DRGW 222917
9. DRGW 222089	51. DRGW 222500	93. DRGW 222925
10. DRGW 222097	52. DRGW 222518	94. DRGW 222933
11. DRGW 222101	53. DRGW 222526	95. DRGW 222941
12. DRGW 222119	54. DRGW 222534	96. DRGW 222950
13. DRGW 222127	55. DRGW 222542	97. DRGW 222968
14. DRGW 222135	56. DRGW 222551	98. DRGW 222976
15. DRGW 222143	57. DRGW 222569	99. DRGW 222984
16. DRGW 222151	58. DRGW 222577	100. DRGW 222992
17. DRGW 222160	59. DRGW 222585	101. DRGW 223000
18. DRGW 222178	60. DRGW 222593	102. DRGW 223018
19. DRGW 222186	61. DRGW 222607	103. DRGW 223026
20. DRGW 222194	62. DRGW 222615	104. DRGW 223034
21. DRGW 222208	63. DRGW 222623	105. DRGW 223042
22. DRGW 222216	64. DRGW 222631	106. DRGW 223051
23. DRGW 222224	65. DRGW 222640	107. DRGW 223069
24. DRGW 222232	66. DRGW 222658	108. DRGW 223077
25. DRGW 222241	67. DRGW 222666	109. DRGW 223085
26. DRGW 222259	68. DRGW 222674	110. DRGW 223093
27. DRGW 222267	69. DRGW 222682	
28. DRGW 222275	70. DRGW 222691	
29. DRGW 222283	71. DRGW 222704	
30. DRGW 222291	72. DRGW 222712	
31. DRGW 222305	73. DRGW 222721	
32. DRGW 222313	74. DRGW 222739	
33. DRGW 222321	75. DRGW 222747	
34. DRGW 222330	76. DRGW 222755	
35. DRGW 222348	77. DRGW 222763	
36. DRGW 222356	78. DRGW 222771	
37. DRGW 222364	79. DRGW 222780	
38. DRGW 222372	80. DRGW 222798	
39. DRGW 222381	81. DRGW 222801	
40. DRGW 222399	82. DRGW 222810	
41. DRGW 222402	83. DRGW 222828	
42. DRGW 222411	84. DRGW 222836	

Exhibit A - Continued

Equipment Description:

Sixty-four (64), 100-ton, 3600 cubic foot capacity open top hopper railcars built by Greenville Steel Car Company in 1975 and 1976.

Unit Numbers:

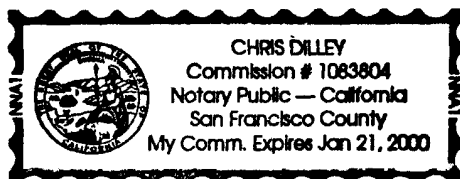
1. DRGW	40120	45. DRGW	40403
2. DRGW	40124	46. DRGW	40404
3. DRGW	40125	47. DRGW	40405
4. DRGW	40127	48. DRGW	40406
5. DRGW	40139	49. DRGW	40408
6. DRGW	40140	50. DRGW	40409
7. DRGW	40150	51. DRGW	40410
8. DRGW	40151	52. DRGW	40414
9. DRGW	40152	53. DRGW	40415
10. DRGW	40155	54. DRGW	40417
11. DRGW	40157	55. DRGW	40419
12. DRGW	40158	56. DRGW	40420
13. DRGW	40167	57. DRGW	40421
14. DRGW	40181	58. DRGW	40423
15. DRGW	40183	59. DRGW	40425
16. DRGW	40184	60. DRGW	40426
17. DRGW	40185	61. DRGW	40427
18. DRGW	40187	62. DRGW	40428
19. DRGW	40188	63. DRGW	40429
20. DRGW	40189	64. DRGW	40430
21. DRGW	40191		
22. DRGW	40192		
23. DRGW	40195		
24. DRGW	40196		
25. DRGW	40197		
26. DRGW	40219		
27. DRGW	40228		
28. DRGW	40251		
29. DRGW	40252		
30. DRGW	40253		
31. DRGW	40257		
32. DRGW	40263		
33. DRGW	40268		
34. DRGW	40374		
35. DRGW	40386		
36. DRGW	40389		
37. DRGW	40391		
38. DRGW	40394		
39. DRGW	40395		
40. DRGW	40397		
41. DRGW	40398		
42. DRGW	40400		
43. DRGW	40401		
44. DRGW	40402		

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 8, 1996 before me, Chris Dille
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Chris Dille

SIGNATURE OF THE NOTARY

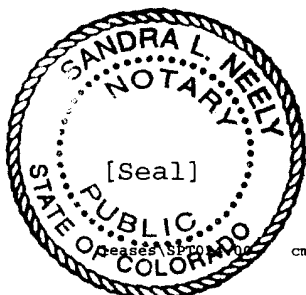
[Seal]

STATE OF Colorado)
) S.S.
COUNTY OF Denver)

On May 6, 1996 before me, Sandra L. Neely
personally appeared Jeffrey J. Smith, Director, Supply Mgmt
of, SOUTHERN PACIFIC TRANSPORTATION COMPANY

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.



[Seal]

Witness my hand and official seal.

Sandra L. Neely

SIGNATURE OF THE NOTARY

My Commission Expires Feb. 22, 1999

cm